

II. BACKGROUND

3. Debtors filed voluntary petitions under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code") on September 2, 2010 ("Petition Date").

4. Debtors have continued in possession and management of their respective property and are operating their business as debtors in possession.

III. ENGAGEMENT OF PROPOSED ATTORNEYS

5. In connection with the performance of their duties and obligations as debtors in possession, the Debtors now request authority to employ Edward L. Rothberg and Hoover Slovacek LLP ("HSLLP") as its attorneys in these bankruptcy cases, effective as of the Petition Date.

6. Section 327(a) of the Bankruptcy Code provides: "the trustee, with the court's approval, may employ one or more attorneys ... that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee's duties under this title." 11 U.S.C. § 327(a).

7. Vintage Park seeks to retain HSLLP to provide the Debtors with legal advice and services with respect to the cases, the debtors' powers and duties as debtors in possession, and the continued operation of the Debtors' business and management of the Debtors' property, including but not limited to the following:

- (a) to assist, advise and represent the Debtors relative to the administration of these chapter 11 cases;
- (b) to assist, advise and represent the Debtors in analyzing the Debtors' assets and liabilities, investigating the extent and validity of liens and participating in and reviewing any proposed asset sales or dispositions;

- (c) to attend meetings and negotiate with the representatives of the secured creditors;
- (d) to assist the Debtors in the preparation, analysis and negotiation of any plan(s) of reorganization and disclosure statement accompanying any plan(s) of reorganization;
- (e) to take all necessary action to protect and preserve the interests of the Debtors;
- (f) to appear, as appropriate, before this Court, the Appellate Courts, and other Courts in which matters may be heard and to protect the interests of Debtors before said Courts and the United States Trustee; and
- (g) to perform all other necessary legal services in these cases.

8. Debtors desire to retain Edward L. Rothberg and HSLLP because of Mr. Rothberg's extensive experience and knowledge in the field of debtors' and creditors' rights and business reorganizations under chapter 11 of the United States Bankruptcy Code. Also, prior to initiation of these chapter 11 cases, Mr. Rothberg and the attorneys at HSLLP have gained experience as to each of the Debtors' property and business operations, and have become familiar with many of the pertinent legal issues which may arise in the context of the Debtors' chapter 11 cases. As such, Debtors believe said attorneys are well qualified to represent the Debtors as debtors in possession in this proceeding. It is necessary for the Debtors, as debtors in possession, to employ attorneys for such professional services.

9. With the Court's permission, HSLLP shall perform all legal services for the debtors-in-possession which may be necessary at their regular hourly rates.

10. Current hourly billing rates for HSLLP are:

- Edward L. Rothberg - \$375.00
- Annie Catmull - \$310.00
- Melissa Haselden - \$250.00
- T. Josh Judd - \$225.00

- Legal Assistants/Paralegals - \$80.00-\$120.00

IV. HSLLP DISINTERESTEDNESS

11. Prior to the bankruptcy filing, HSLLP represented the Debtors and its non-debtor affiliate Investment Realty, LLC, the management company for Debtor IRH Vintage Park Partners LP, in various matters, including providing advice concerning restructuring and pre-bankruptcy planning. HSLLP will continue to represent Investment Realty, LLC in other unrelated matters. However, HSLLP will not represent Investment Realty, LLC in any matter related to any of the Debtors. Moreover, Investment Realty, LLC has agreed to waive its management fee during the pendency of these Chapter 11 cases.

12. HSLLP has expended significant resources over the past few months working with the Debtors to prepare for the possibility that these cases might be filed. In the process, HSLLP has become extremely familiar with Vintage Park's business operations and financial affairs and many of the legal issues that will likely arise in the context of these Chapter 11 cases.

13. IRH Vintage Park Partners, LP ("IRH"), is a limited partnership that owns and operates a large 324 unit upscale gated apartment community located at 15727 Cutten Road, in northwest Houston ("Property"). IRH is owned by VPI General Partner, LLC ("VPI GP"), its 1% general partner and Vintage Park Investments, LLC ("VPI"), its 99% limited partner. VPI is also the 100% equityholder of VPI GP. IRH purchased the Property in 2007 for a total purchase price of approximately \$50,000,000. Capmark Bank ("Capmark") is the Debtors' senior secured lender that financed \$41,000,000 of the purchase price of the

Apartments and Wrightwood Capital Lender, LP (“Wrightwood”) also funded a portion of the purchase price with mezzanine financing in the approximate amount of \$7,615,000 to VPI. The Mezzanine Loan is secured by a pledge of limited partnership interests of VPI in IRH and the general partnership interest of VPI GP. There is an intercreditor agreement between Capmark and Wrightwood. The only source of revenue to repay the Wrightwood loan is the revenue generated by IRH. Historically, the Wrightwood loan has been paid directly by IRH. Hence, there is a unity of interests between all of the Debtors which permits the joint representation. *See In re Global Marine*, 108 B.R. 998, 1002 (Bankr. S.D. Tex. 1987).

14. The individual owners of the Debtors are potential guarantors of the Debtors’ secured loans with Capmark Bank and Wrightwood Capital. HSLLP does not and will not represent the owners in their individual capacity in any matter related to the Debtors. They are currently in the process of retaining separate counsel.

15. If the Debtors are forced to retain separate counsel, their Debtors’ estates would incur additional expenses and delays associated with familiarizing new counsel with the intricacies of Vintage Park’s financial affairs and business operations.

16. To the best of Vintage Park’s knowledge, information and belief, HSLLP has no connection with Vintage Park’s creditors, parties-in-interest or affiliates, or attorneys or accountants for any of them, the United States Trustee, or any person employed in the Office of the United States Trustee, except as set forth in the attached affidavit of Edward L. Rothberg (“Rothberg Affidavit”) and includes: (i) as stated above, HSLLP represents non-debtor affiliate Investment Realty, LLC, the management company for Debtor IRH Vintage Park Partners LP, in various unrelated matters. HSLLP

will continue to represent Investment Realty, LLC in other unrelated matters. However, HSLLP will not represent Investment Realty, LLC in any matter related to any of the Debtors and (ii) the attorneys with HSLLP have professional connections through the Moller/Foltz Inns of Court, through which certain attorneys for the United States Trustee, judges, and other practitioners educate themselves on bankruptcy-related issues. The Debtors do not have any relationship with the United States Trustee, or with any employee of the United States Trustee, in the region which this case is pending. To the extent that the Rothberg Affidavit discloses any connection, Debtors believe it is not sufficient to prohibit employment as counsel.

17. Based upon the Rothberg Affidavit and Vintage Park's knowledge, Edward L. Rothberg and HSLLP do not represent any interest adverse to the Debtors, their estates, creditors, equity holders, or affiliates in the matters upon which HSLLP is to be engaged, and is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required by section 327(a) of the Bankruptcy Code.

Notice

18. No party in interest has requested the appointment of a trustee, and thus no notice of this application need be given, and no hearing thereon need be held, because of the presumption accorded the debtor in possession pursuant to Section 1107(b) of the Bankruptcy Code. The relief sought herein may be granted *ex parte* under BLR 9003-1. This application will be served upon the U.S. Trustee in compliance with B.L.R. 9003-1.

Reimbursement of Expenses

19. The Debtors have been advised by HSLLP that disbursements for expenses are not included in HSLLP's hourly rates and will be separately billed as expenses of this proposed engagement. Such disbursements for expenses may include, without limitation, charges for photocopying, courier services, document retrieval costs, printing, computer-assisted legal research, postage, long distance, telecopier, deposition fees, filing fees, witness fees, subpoena fees, parking fees, tolls, travel expenses (including mileage), and any fees for outside contract services. In certain cases, charges are set by the service providers or outside contractors and in other cases, HSLLP establishes a customary charge. Subject to the limitations set forth in General Order 2001-2, HSLLP will charge the actual cost of these expenses in a manner and at rates consistent with charges made to HSLLP's other clients.

WHEREFORE, Debtors hereby request that they be authorized to employ EDWARD L. ROTHBERG and the law firm of HOOVER SLOVACEK LLP to represent the Debtors as Debtors-in-possession in these bankruptcy proceedings under Chapter 11 of Title 11, United States Code, effective as of the Petition Date and that the Debtors have such other and further relief as is just.

Dated: September 3, 2010.

Respectfully submitted,

IRH VINTAGE PARK PARTNERS, LP

By: VPI GENERAL PARTNER, LLC

G.J. Willem Noltes by /s/ Melissa A. Haselden

By: _____
G.J. Willem Noltes, Vice President of
Vintage Park Investments, LLC, the sole
member of VPI General Partner, LLC, the
general partner of IRH VINTAGE PARK
PARTNERS, LP

VPI GENERAL PARTNER, LLC,

G.J. Willem Noltes by /s/ Melissa A. Haselden

By: _____
G.J. Willem Noltes, Vice President of
Vintage Park Investments, sole member of
VPI General Partner, LLC

VINTAGE PARK INVESTMENTS, LLC

G.J. Willem Noltes by /s/ Melissa A. Haselden

By: _____
G.J. Willem Noltes, Vice President of
Vintage Park Investments

HOOVER SLOVACEK LLP

/s/ Edward L. Rothberg

By: _____

EDWARD L. ROTHBERG

Texas State Bar No. 17313990

PROPOSED COUNSEL FOR DEBTORS

OF COUNSEL:

HOOVER SLOVACEK LLP

5847 San Felipe

Suite 2200

Houston, TX 77057

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the Application to Employ Attorneys, and the Affidavit of Proposed Attorney and Disclosure of Compensation, was forwarded to the following parties, by first class mail, postage prepaid, on September 3, 2010.

Office of United States Trustee

Southern District of Texas

515 Rusk, Suite 3516

Houston, Texas 77002

/s/ Edward L. Rothberg

EDWARD L. ROTHBERG